

**Exhibit A**

**Rule 2016 Statement**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

AMYRIS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-11131 (TMH)

(Jointly Administered)

**STATEMENT UNDER RULE 2016 OF THE FEDERAL RULES OF  
BANKRUPTCY PROCEDURE AND SECTION 329 OF THE BANKRUPTCY CODE**

Shearman & Sterling LLP (“Shearman & Sterling”), pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and section 329(a) of title 11 of the United States Code (the “Bankruptcy Code”), hereby makes this statement in support of the *Debtors’ Application for Entry of an Order (A) Authorizing the Employment and Retention of Shearman & Sterling LLP as Special Counsel Effective as of the Petition Date and (B) Granting Related Relief* (the “Application”).<sup>2</sup>

1. Compensation agreed to be paid by the Debtors to Shearman & Sterling is for legal services to be rendered in connection with these Chapter 11 Cases. The Debtors have agreed to pay Shearman & Sterling for the legal services rendered or to be rendered by its various attorneys, paralegals, and case management assistants in connection with these Chapter 11 Cases on the Debtors’ behalf. The Debtors have agreed to reimburse Shearman & Sterling for its actual and necessary expenses incurred in connection with these Chapter 11 Cases.

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<sup>1</sup> A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.stretto.com/Amyris>. The location of Debtor Amyris Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is 5885 Hollis Street, Suite 100, Emeryville, CA 94608.

<sup>2</sup> All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

2. During the one-year period prior to the commencement of these Chapter 11 Cases, Shearman & Sterling has received \$969,441.71, consisting of \$936,095.20 of professional fees and \$33,346.51 of reimbursed expenses,<sup>3</sup> from the Debtors for professional fees and expenses incurred prior to the Petition Date. None of these payments were received in the 90 days immediately preceding the Petition Date. The Debtors do not have an advance retainer with Shearman & Sterling, nor was any such advance retainer in place during the 90 days immediately preceding the Petition Date. As of the Petition Date, the Debtors owed Shearman & Sterling an amount of \$1,263,611.94 for services invoiced, consisting of \$1,222,951.20 of unpaid professional fees and \$40,660.74 of unpaid expenses, plus an additional approximately \$36,000 for professional fees and expenses incurred prior to the Petition Date that was not invoiced prior to the Petition Date.

3. Shearman & Sterling will seek approval of payment of compensation upon the filing of appropriate applications for allowance of interim or final compensation pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and orders of this Court.

4. The services to be rendered include all those services set forth in the Application.

5. *[Remainder of Page Intentionally Left Blank]*

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<sup>3</sup> Approximately AU\$31,767.31 and £5,115.68 of the reimbursed expenses related to local counsel fees that Shearman & Sterling paid to Australian and United Kingdom counsel upon receipt .

7. Shearman & Sterling further states that it has neither shared nor agreed to share:  
(a) any compensation it has received or may receive with another party or person, other than with the partners, counsel, and associates of Shearman & Sterling; or (b) any compensation another person or party has received or may receive.<sup>4</sup>

Dated: September 8, 2023

**SHEARMAN & STERLING LLP**

*/s/ Michael S. Dorf*

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*Proposed Special Counsel to the Debtors  
and Debtors in Possession*

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<sup>4</sup> Prior to the Petition Date, as an accommodation to the client to facilitate its internal payment process, Shearman & Sterling would occasionally include local counsel's bills on Shearman & Sterling's invoices as third-party expenses and those amounts would then be forwarded in their entirety to the local counsel upon receipt by Shearman & Sterling of payment from the client. Shearman & Sterling does not intend to continue this practice during the pendency of these Chapter 11 Cases, and instead expects that other professionals will work directly with the Debtors to ensure their compliance with this Court's rules and procedures regarding professional retention.

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FOR THE DISTRICT OF DELAWARE**

In re:

AMYRIS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-11131 (TMH)

(Jointly Administered)

**DECLARATION OF PHILIP J. GUND IN SUPPORT OF APPLICATION FOR  
ENTRY OF AN ORDER (A) AUTHORIZING THE EMPLOYMENT AND RETENTION  
OF SHEARMAN & STERLING LLP AS SPECIAL COUNSEL EFFECTIVE AS OF THE  
PETITION DATE AND (B) GRANTING RELATED RELIEF**

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I, Philip J. Gund, declare under penalty of perjury as follows:

1. I am the proposed Chief Restructuring Officer (“CRO”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), whose corporate headquarters are located at 5885 Hollis Street, Suite 100, Emeryville, CA 94608.

2. I submit this declaration (the “Declaration”) in support of the *Debtors’ Application for Entry of an Order (A) Authorizing the Employment and Retention of Shearman & Sterling LLP as Special Counsel Effective as of the Petition Date and (B) Granting Related Relief* (the “Application”).<sup>2</sup> Except as otherwise noted, I have personal knowledge of the matters set forth herein.

**The Debtors’ Selection of Shearman & Sterling as Special Counsel**

3. Shearman & Sterling LLP (“Shearman & Sterling” or the “Firm”) is proposed to serve as special counsel to the Debtors. The Debtors recognize that a comprehensive review

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process is necessary when selecting and managing counsel. To that end, the review process used by the Debtors here assessed potential counsel based on their expertise in the relevant legal issues and in similar proceedings. Using this review process, the Debtors retained Shearman & Sterling to serve as their special counsel.

4. Ultimately, the Debtors retained Shearman & Sterling because of its extensive experience in mergers, acquisitions, dispositions, antitrust, joint ventures, commercial transactions and strategic investments and because of their prior representation of the Debtors. Shearman & Sterling has represented the Debtors in connection with such matters since 2009, including but not limited to the Debtors' terminated biodiesel and biojet joint venture with an affiliate of Total S.A., their sweetener joint venture with Ingredion, the disposition of a Brazil production facility to, and the establishment of a manufacturing partnership with, DSM, their acquisitions of Beauty Labs International Limited, MenoLabs, OndaSpa and OLIKA, the launch of the 4U by Tia™ hair care line in collaboration with actress Tia Mowry, the restructuring of their Aprinnova joint venture with Nikko Chemicals, the sale of certain assets of Aprinnova to Givaudan SA, and several other commercial transactions, as well as disputes and antitrust advice related to the foregoing. In particular, Shearman & Sterling represented the Debtors in connection with (i) the acquisition of several of the consumer brands that may be disposed of in connection with these Chapter 11 Cases, and (ii) the formation of several of the joint ventures and other commercial transactions that may be restructured or renegotiated in connection with these Chapter 11 Cases. Thus, I believe that Shearman & Sterling is well-qualified to represent the Debtors as special counsel in these Chapter 11 Cases.

### **Rate Structure**

5. In my capacity as CRO, I am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. Shearman & Sterling has informed the Debtors that its rates are consistent with similar representations including sell-side merger and acquisition engagements and special-situations engagements. Shearman & Sterling has informed the Debtors that the Firm's standard hourly rates are subject to periodic adjustment in accordance with the Firm's practice, and that it will provide reasonable notice to the Debtors, the United States Trustee, and the Creditors Committee before implementing any such periodic rate increases. I am also responsible for reviewing the invoices regularly submitted by Shearman & Sterling, and I can confirm that the Firm's rates change periodically—like other peer firms—and that each fee structure is a common point of discussion with each engagement.

### **Cost Supervision**

6. The Debtors have developed a prospective budget for the postpetition period for services to be provided by all professionals, including Shearman & Sterling, recognizing that, in larger chapter 11 cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Debtors and Shearman & Sterling. The Debtors further recognize their responsibility to monitor closely the billing practices of counsel to ensure the fees and expenses paid by the estates remain consistent with the Debtors' expectations and the exigencies of the Chapter 11 Cases. The Debtors will timely review the invoices that Shearman & Sterling regularly submits.

7. The Debtors will continue to bring discipline, predictability, client involvement, and accountability to the counsel fee and expense reimbursement process. While every chapter 11

case is unique, the budgets will provide guidance on the periods of time involved and the level of attorneys and professionals that will work on the various matters.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: September 8, 2023

/s/ Philip J. Gund

Philip J. Gund

Proposed Chief Restructuring Officer